

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF WASHINGTON

PLUMBERS UNION LOCAL NO. 12
PENSION FUND, Individually and on
Behalf of All Others Similarly Situated,

Plaintiff,

vs.

AMBASSADORS GROUP INC., et al.,

Defendants.

No. CV-09-00214-JLQ

CLASS ACTION

ORDER FOR HEARING ON
PROPOSED CLASS ACTION
SETTLEMENT

A consolidated class action is pending before Court entitled *Plumbers Union Local No. 12 Pension Fund v. Ambassadors Group, Inc., No. CV-09-0214-JLQ* (the “Litigation”). The court has received the Stipulation of Settlement dated as of July 11, 2011 (the “Stipulation”), that has been entered into by the Plaintiff and Settling Defendants, and the Court has reviewed the Stipulation and its attached Exhibits. The Settling Parties have made application, pursuant to Federal Rule of Civil Procedure 23(e), for an Order preliminarily approving the settlement of this Litigation.

1. The Court finds the Stipulation and the proposed settlement set forth therein fall within the range of possible approval by the court, subject to any objections thereto and the final hearing thereon.

2. A hearing (the “Settlement Hearing”) shall be held before this Court on **Wednesday, November 30, 2011, at 10:00 a.m.**, in the courtroom of the undersigned in the Thomas S. Foley United States Courthouse, 920 West Riverside Avenue,

1 Spokane, WA, to determine whether the proposed settlement of the Litigation on the
2 terms and conditions provided for in the Stipulation is fair, reasonable, and adequate
3 to the Class and should be approved by the Court; whether a Judgment as provided in
4 ¶1.14 of the Stipulation should be entered herein; whether the proposed Plan of
5 Allocation should be approved; and to determine the amount of fees and expenses that
6 should be awarded to counsel for the Plaintiff. The Court may adjourn the Settlement
7 Hearing without further notice to Members of the Class.

8 3. The Court has revised and then approved, as to form and content, the
9 Notice of Pendency and Proposed Settlement of Class Action (the “Notice”), the Proof
10 of Claim and Release form (the “Proof of Claim”), and Summary Notice annexed as
11 Exhibits A-1, A-2, and A-3 hereto, and finds that the mailing and distribution of the
12 Notice, and publishing of the Summary Notice, substantially in the manner and form
13 set forth in ¶¶4-5 of this Order meet the requirements of Federal Rule of Civil
14 Procedure 23 and due process, and is the best notice practicable under the
15 circumstances and shall constitute due and sufficient notice to all Persons entitled
16 thereto.

17 4. Pursuant to Rule 53(c) of the Federal Rules of Civil Procedure, the Court
18 appoints the firm of Gilardi & Co. LLC (“Claims Administrator”) to supervise and
19 administer the notice procedure as well as the processing of claims as more fully set
20 forth below:

21 (a) Not later than September 20, 2011 (the “Notice Date”), Lead
22 Counsel shall cause a copy of the Notice and the Proof of Claim, substantially in the
23 forms annexed as Exhibits A-1 and A-2, to be mailed by First-Class Mail to all Class
24 Members who can be identified with reasonable effort;

1 (b) Not later than September 21, 2011, Lead Counsel shall cause the
2 Summary Notice to be published once in *Investor's Business Daily* and in the
3 *Spokesman Review*; and

4 (c) At least seven (7) calendar days prior to the Settlement Hearing,
5 Lead Counsel shall cause to be served on Defendants' counsel and filed with the Court
6 proof, by affidavit or declaration, of such mailing and publishing.

7 5. Nominees who purchased Ambassadors common stock on the open
8 market during the period between July 24, 2007 and October 23, 2007, inclusive, shall
9 send the Notice and the Proof of Claim to all beneficial owners of such Ambassadors
10 common stock within ten (10) days after receipt thereof, or send a list of the names
11 and addresses of such beneficial owners to the Claims Administrator within ten (10)
12 days of receipt thereof, in which event the Claims Administrator shall promptly mail
13 the Notice and Proof of Claim to such beneficial owners. Lead Counsel shall, if
14 requested, reimburse banks, brokerage houses or other nominees solely for their
15 reasonable out-of-pocket expenses incurred in providing notice to beneficial owners
16 who are Class Members out of the Class Notice and Administration Fund, which
17 expenses would not have been incurred except for the sending of such notice, subject
18 to further order of this Court with respect to any dispute concerning such
19 compensation.

20 6. All Members of the Class, except those requesting exclusion, shall be
21 bound by all determinations and judgments in the Litigation concerning the
22 settlement, whether favorable or unfavorable to the Class.

23 7. Class Members who wish to participate in the settlement shall complete
24 and submit Proof of Claim forms in accordance with the instructions contained
25 therein. Unless the Court orders otherwise, all Proof of Claim forms must be
26 postmarked no later than ninety (90) days from the Notice Date. Any Class Member

1 who does not timely submit a Proof of Claim within the time provided for shall be
2 barred from sharing in the distribution of the proceeds of the Net Settlement Fund,
3 unless otherwise ordered by the Court.

4 8. Any Person who desires to request exclusion from the Class shall do so
5 within the time set forth and in the manner described in the Notice. All Persons who
6 submit valid and timely requests for exclusion in the manner set forth in the Notice
7 shall have no rights under the Stipulation, shall not share in the distribution of the Net
8 Settlement Fund, and shall not be bound by the Stipulation or the Judgment entered in
9 the Litigation.

10 9. Any Member of the Class may enter an appearance in the Litigation, at
11 his, her or its own expense, individually or through counsel of his, her or its own
12 choice. If Members of the Class do not enter an appearance, they will be represented
13 by Lead Counsel.

14 10. Any Member of the Class may appear and show cause, if he, she or it has
15 any reason, why the proposed settlement of the Litigation should or should not be
16 approved as fair, reasonable, and adequate, why a judgment should or should not be
17 entered thereon, why the Plan of Allocation should or should not be approved, or why
18 attorneys' fees and expenses should or should not be awarded to counsel for the
19 Plaintiff; provided, however, that absent good cause shown no Class Member or any
20 other Person shall be heard or entitled to contest the approval of the terms and
21 conditions of the proposed settlement, or, if approved, the Judgment to be entered
22 thereon approving the same, or the order approving the Plan of Allocation, or the
23 attorneys' fees and expenses to be awarded to counsel for the Plaintiff, unless that
24 Person has delivered by hand or sent by First-Class Mail written objections and copies
25 of any papers and briefs such that they are received on or before November 10, 2011,
26 by: Robbins Geller Rudman & Dowd LLP, Joy Ann Bull, 655 West Broadway, Suite

1 1900, San Diego, CA 92101, and Wilson Sonsini Goodrich & Rosati, P.C., Barry M.
2 Kaplan, 701 Fifth Avenue, Suite 5100, Seattle, WA 98104, and filed said objections,
3 papers, and briefs with the Clerk of the United States District Court for the Eastern
4 District of Washington, on or before November 10, 2011. Any Member of the Class
5 who does not make his, her or its objection in the manner provided shall be deemed to
6 have waived such objection and shall forever be foreclosed from making any
7 objection to the fairness or adequacy of the proposed settlement as set forth in the
8 Stipulation, to the Plan of Allocation, or to the award of attorneys' fees and expenses
9 to counsel for Plaintiff, unless otherwise ordered by the Court.

10 11. All funds held by the Escrow Agent shall be deemed and considered to be
11 in *custodia legis* of the Court, and shall remain subject to the jurisdiction of the Court,
12 until such time as such funds shall be distributed pursuant to the Stipulation and/or
13 further order(s) of the Court.

14 12. All papers in support of the settlement, the Plan of Allocation, and the
15 application by counsel for Plaintiff for attorneys' fees or expenses shall be filed and
16 served on or before October 27, 2011, and any reply papers shall be filed and served
17 on or before November 22, 2011.

18 13. Neither Defendants nor their Related Parties shall have any responsibility
19 for or liability with respect to the Plan of Allocation or any application for attorneys'
20 fees or expenses submitted by Lead Counsel, and such matters will be considered
21 separately from the fairness, reasonableness, and adequacy of the settlement.

22 14. At or after the Settlement Hearing, the Court shall determine whether the
23 Plan of Allocation proposed by Lead Counsel, and any application for attorneys' fees
24 or expenses, shall be approved.

25 15. All reasonable expenses incurred in identifying and notifying Class
26 Members, as well as administering the Settlement Fund, shall be paid as set forth in

1 the Stipulation. In the event the settlement is not approved by the Court, or otherwise
2 fails to become effective, neither the Plaintiff nor Lead Counsel shall have any
3 obligation to repay any amounts actually and properly disbursed from the Class Notice
4 and Administration Fund.

5 16. Neither the Stipulation, nor any of its terms or provisions, nor any of the
6 negotiations or proceedings connected with it, shall be construed as an admission or
7 concession by Defendants or their Related Parties of the truth of any of the allegations
8 in the Litigation, or of any liability, fault, or wrongdoing of any kind.

9 17. The Court reserves the right to adjourn the date of the Settlement Hearing
10 without further notice to the Members of the Class, and retains jurisdiction to consider
11 all further applications arising out of or connected with the proposed settlement. The
12 Court may approve the settlement, with such modifications as may be agreed to by the
13 Settling Parties, if appropriate, without further notice to the Class.

14 18. The Court may, for good cause, extend any of the deadlines set forth in
15 this Order without further notice to Members of the Class.

16 19. All other proceedings in the Litigation are stayed until further order of
17 the Court.

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19 IT IS SO ORDERED.

20 Dated September 6, 2011.

21 /s/ Justin L. Quackenbush
22 JUSTIN L. QUACKENBUSH
23 SENIOR UNITED STATES DISTRICT JUDGE
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